

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION
YOU SHOULD READ THIS DOCUMENT IN ITS ENTIRETY. IF YOU ARE IN ANY
DOUBT AS TO HOW TO DEAL WITH IT, YOU SHOULD CONSULT YOUR LEGAL,
FINANCIAL OR OTHER PROFESSIONAL ADVISER AS SOON AS POSSIBLE.

THIESS

SIXTH SUPPLEMENTARY BIDDER'S STATEMENT

The MACA Board unanimously **RECOMMENDS** that you

ACCEPT THE UNCONDITIONAL CASH OFFER

**in the absence of a superior proposal and subject to the
Independent Expert continuing to conclude that the Offer is
fair and reasonable, or not fair but reasonable, to MACA shareholders**

the Cash Offer by

**Thiess Group Investments Pty Ltd ACN 659 649 055
TO ACQUIRE ALL OF YOUR ORDINARY SHARES IN
MACA Limited ACN 144 745 782**

FOR \$1.075 CASH FOR EACH MACA SHARE

Please call 1800 990 475 (for calls made within Australia) or +61 1800 990 475 (for calls made from outside Australia) from Monday to Friday between 8:30am and 5:30pm (Sydney, Australia time) if you require assistance with your acceptance.

Financial Advisers



Legal Adviser



Sixth Supplementary Bidder's Statement

1. Introduction

This document is a sixth supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth). It is the sixth supplementary Bidder's Statement (**Sixth Supplementary Bidder's Statement**) issued by Thiess Group Investments Pty Ltd ACN 659 649 055 (**Bidder**) in relation to the Bidder's off-market takeover offer to acquire all of the ordinary shares in MACA Limited ACN 144 745 782 (**MACA**) contained in the Bidder's Statement dated 26 July 2022 and lodged with the Australian Securities and Investments Commission (**ASIC**) on 26 July 2022 (**Original Bidder's Statement**) as supplemented by the Bidder's first supplementary Bidder's Statement dated 8 August 2022 (**First Supplementary Bidder's Statement**), the second supplementary bidder's statement dated 26 August 2022 (**Second Supplementary Bidder's Statement**), the third supplementary bidder's statement dated 29 August 2022 (**Third Supplementary Bidder's Statement**), the fourth supplementary bidder's statement dated 2 September 2022 (**Fourth Supplementary Bidder's Statement**) and the fifth supplementary bidder's statement dated 14 September 2022 (**Fifth Supplementary Bidder's Statement**).

This Sixth Supplementary Bidder's Statement supplements, and should be read together with, the First, Second, Third, Fourth and Fifth Supplementary Bidder's Statement and the Bidder's replacement Bidder's Statement dated 8 August 2022 (**Replacement Bidder's Statement**) which replaced the Original Bidder's Statement.

This Sixth Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the First, Second, Third, Fourth and Fifth Supplementary Bidder's Statement and the Replacement Bidder's Statement.

2. Other Notices

Unless the context otherwise requires, terms defined in the Replacement Bidder's Statement have the same meaning as in this Sixth Supplementary Bidder's Statement.

A copy of this Sixth Supplementary Bidder's Statement was lodged with ASIC on 27 September 2022. Neither ASIC nor any of its officers takes any responsibility for the contents of this Bidder's Statement.

3. Supplementary Information

(a) Waiver of outstanding Offer Conditions and Offer UNCONDITIONAL

On 14 September 2022, the Bidder advised that if, on or prior to 5:00 p.m. (Sydney time) on Friday, 23 September 2022, the Bidder had obtained a Relevant Interest in more than 50% (by number) of the MACA Shares on issue at that time and no Offer Condition has been breached by that time, the Bidder would as soon as practicable declare the Offer free from all remaining outstanding Offer Conditions.

The Bidder also reserved its rights to waive any or all of the remaining outstanding Offer Conditions at any time, including (without limitation) if the Bidder does not have a Relevant Interest in more than 50% (by number) of the MACA Shares on issue.

On Monday, 26 September 2022, the Bidder, together with its associates, had a Relevant Interest in 151,372,877 MACA Shares, representing 44.30 % of the MACA Shares, and Voting Power in MACA of

approximately 44.30%.¹

While the Bidder did not obtain a Relevant Interest in more than 50% (by number) of the MACA Shares on or prior to 5:00 p.m. (Sydney time) on Friday, 23 September 2022, it is pleased to confirm that it has nevertheless determined to free the Offer of the remaining outstanding Conditions set out in the Replacement Bidder's Statement including the:

- (i) No Prescribed Occurrences Offer Condition set out at Section 9.9(a)(iii);
- (ii) Minimum Acceptance Offer Condition set out at Section 9.9(a)(iv); and
- (iii) No issue of convertible securities, derivatives or other rights Offer Condition set out at Section 9.9(a)(v).

With the Offer now unconditional, MACA has agreed, whilst the Bid Implementation Deed is not terminated, to (except to the extent of matters required in order for the MACA directors to discharge their fiduciary or statutory duties) not do, or omit to do, anything which would breach the Offer Conditions of no Prescribed Occurrences and no issue of convertible securities, derivatives or other rights by MACA if it occurred prior to the waiver of those Offer Conditions.

The Bidder makes the above statement declaring the Offer free from all remaining outstanding Offer Conditions in reliance on that agreement by MACA and MACA's public statement of the same made on the date of this Sixth Supplementary Bidder's Statement.

This means that all Conditions to the Offer have either been fulfilled or waived and the Offer is **UNCONDITIONAL**.

The Bidder will pay accepting MACA Shareholders the consideration under the Offer by the earlier of:

- (i) 15 business days after the later of (i) receipt of your valid acceptance; or (ii) the date when the Offer became unconditional (which occurred on 27 September 2022); and
- (ii) 21 days after the end of the Offer Period.

The Bidder urges all remaining MACA Shareholders to accept the Offer without delay.

The Offer is due to close at 7:00 pm (Sydney time) on 7 October 2022, unless further extended.

Annexure A includes a copy of the formal notice under section 650F of the Corporations Act freeing the Offer of the remaining Conditions.

(b) On-market purchases

On 29 August 2022, the Bidder advised, in accordance with Rules 5.13.1 and 5.14.1 of the ASIC Market Integrity Rules (Securities Market) 2017 and the Corporations Act, that it, CIMIC Group Investments No.3 Pty Limited and/or Elliott Associates, L.P./Elliott International, L.P, may seek to acquire MACA Shares on-market at or below the Offer Price during the period to the end of the Offer Period. The Bidder advised that it, CIMIC Group Investments No.3 Pty Limited and/or Elliott Associates, L.P./Elliott International, L.P intended to appoint Macquarie Securities (Australia) Ltd, a licensed broker, for this

¹ Relevant Interest and Voting Power percentages include valid acceptances under the Offer.

purpose.

Now that the Offer is unconditional, the Bidder is able to re-recommence such on-market acquisitions of MACA Shares on and from Tuesday, 27 September 2022.

4. Approval of the Sixth Supplementary Bidder's Statement

This Sixth Supplementary Bidder's Statement has been approved by a resolution of the directors of Thiess Group Investments Pty Ltd.

Dated 27 September 2022

Signed for and on behalf of Thiess Group Investments Pty Ltd by:



Director

Annexure A – Notice under section 650F of the Corporations Act

Thiess Group Investments Pty Ltd ACN 659 649 055

Notice under section 650F(1) of the Corporations Act 2001 (Cth)

To: ASX Limited

MACA Limited ACN 144 746 782 (MACA)

This notice (**Notice**) is given under section 650F of the *Corporations Act 2001* (Cth) (**Corporations Act**) by Thiess Group Investments Pty Ltd ACN 659 649 055 (**Bidder**) in relation to its offer dated 9 August 2022 (**Offer**) under its off-market takeover bid to acquire all of the fully paid ordinary shares on issue in MACA (**MACA Shares**). The Offer is contained in the Bidder's original bidder's statement, dated 26 July 2022 and its replacement Bidder's Statement dated 8 August 2022 as supplemented on 8 August 2022, 26 August 2022, 29 August 2022, 2 September 2022 and 14 September 2022 (together, the **Bidder's Statement**). Unless otherwise defined in this Notice, words defined in the Bidder's Statement have the same meaning in this Notice.

Notification

The Bidder gives notice in accordance with section 9.9(d) of the Bidder's Statement that it declares the Offers and each contract formed by the acceptance of any of those Offers free from the Offer Conditions set out at section 9.9(a)(iii) (No Prescribed Occurrences), section 9.9(a)(iv) (Minimum Acceptance) and section 9.9(a)(v) (No issue of convertible securities, derivatives or other rights).

At the time of lodgment of this Notice, the voting power of the Bidder in MACA is 44.30%.

Date

This Notice is dated 27 September 2022.

Authorisation

Signed for and on behalf of Thiess Group Investments Pty Ltd ACN 659 649 055 pursuant to a resolution of its directors approving this Notice:



Michael Wright
Director



Craig Morton
Director